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TALLAHASSEE, FL 32301
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DIVISION OF CORPORATION

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REFERENCE : 795687 9235A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : January 8, 1996

ORDER TIME : 3:51 PM

ORDER NO. : 795687

CUSTOMER NO: 9235A

500001681935

CUSTOMER: Mark Feinstein, Esq
FEINSTEIN & SOROTA

Citicentre Penthouse 4
290 Northwest 165th Street
Miami, FL 33169

DOMESTIC FILING

NAME: THEATRICAL ENTERPRISES OF
SOUTH FLORIDA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JAN - 9 1996

FILED
96 JAN - 8 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THEATRICAL ENTERPRISES OF SOUTH FLORIDA, INC.
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

THEATRICAL ENTERPRISES OF SOUTH FLORIDA, INC.

The address of the principal office of this corporation shall be 2400 Northwest Boca Raton Boulevard, Boca Raton, Florida 33432, and the mailing address of the corporation shall be the same.

ARTICLE II.

Said corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt

from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert Altner Pres.	17552 Fieldbrook Circle Boca Raton, Florida 33496
Leon Rubin V. Pres.	21550 Cavendish Road Boca Raton, Florida 33433
Albert Allister Sec./Treas.	2795 Spanish River Road Boca Raton, Florida 33432

ARTICLE VII.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Altner Dir.	17552 Fieldbrook Circle Boca Raton, Florida 33496
Leon Rubin Dir.	21550 Cavendish Road Boca Raton, Florida 33433
Albert Allister Dir.	2795 Spanish River Road Boca Raton, Florida 33432

ARTICLE VIII.

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

IN WITNESS THEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 8, 1996.

Corporation Service Company

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Gail Shelby
Its Agent, Gail Shelby

GLS/kbr